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Hearing Date: November 18, 2010
Hearing Time: 10:00 a.m.

Co-Counsel with:
Patricia L. Beaty, Esq. (admitted *pro hac vice*)
KRIEG DEVAULT LLP
One Indiana Square, Suite 2800
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*Co-Counsel for Delphi Salaried Retirees
Association Benefit Trust VEBA Committee*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)	
In re:)	Chapter 11
DPH HOLDINGS CORP., <i>et al.</i> ,)	Case No. 05-44481 (RDD)
Reorganized Debtors.)	Jointly Administered
)	

NOTICE OF AGREEMENT

The VEBA Committee (the “VEBA Committee”) for the Delphi Salaried Retirees Association Benefit Trust (the “DSRA VEBA”), by its attorneys, Satterlee Stephens Burke & Burke LLP and Krieg DeVault LLP, hereby submits this Notice of Agreement indicating that the VEBA Committee and the Official Committee of Eligible Salaried Retirees appointed pursuant to 11 U.S.C. § 1114 (the “1114 Committee”) have reached a full and complete agreement about the proposed amendments to the DSRA VEBA Trust Agreement (the “Agreement”). This Agreement has been duly authorized and approved by the VEBA Committee after its terms were negotiated in good faith with the 1114 Committee in light of, *inter alia*, the submissions of the

VEBA Committee¹ and the 1114 Committee² and proceedings before this Court on September 24, 2010 and October 21, 2010. The agreed upon amendments are incorporated in the *First Amended and Restated Delphi Salaried Retirees Association Benefit Trust* attached hereto.

Dated: New York, New York
November 17, 2010

SATTERLEE STEPHENS BURKE & BURKE LLP

By: /s/ Timothy T. Brock
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Association Benefit Trust VEBA Committee*

¹ Including, *inter alia*, the Limited Objection of the VEBA Committee to the Final Report of the 1114 Committee (Dkt. No. 20605) filed on September 17, 2010; the Affidavit of Patricia L. Beaty, Esq., in Further Support of the Limited Objection, and Exhibits thereto (Dkt. Nos. 20629 & 20630) filed on September 24, 2010; and, the Supplemental Declaration of Patricia L. Beaty, Esq., in Further Support of the Limited Objection and in Response to the Supplemental Response of the 1114 Committee thereto (Dkt. No. 20695) filed on October 20, 2010.

² Including, *inter alia*, the (re-filed) Final Report of the 1114 Committee and Request for Instructions (Dkt. No. 20617) filed on September 22, 2010; the Reply in Further Support of the Final Report and Declaration of Dean M. Gloster, Esq. in Support thereof (Dkt. Nos. 20620 & 20622) filed on September 22, 2010; and, the Supplemental Response by the 1114 Committee to the Limited Objection and and Declaration of Dean M. Gloster, Esq. in Support thereof (Dkt. Nos. 20681 & 20682) filed on October 19, 2010.